

CONSTITUTION

OF THE

PRIVATE COMPANIES NETBALL CLUB INC.

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CONSTITUTION OF PRIVATE COMPANIES NETBALL CLUB INC.

PART I-INTRODUCTION

1. Name and Registered Office

- (a) The name of the Association is '**Private Companies Netball Club Inc.**' which hereinafter may also be referred to as the PCNC Inc.
- (b) The registered Office of the PCNC shall be at such place or places as determined by the PCNC Executives and as notified to the Registrar of Companies as required from time to time.

2. Objectives

The objectives for which the PCNC Inc. has been established are:

- (a) To create an avenue for financial members (organisations and individuals) to come together in the spirit of sportsmanship in this netball competition to keep fit and healthy, both mentally and physically;
- (b) To create a safe space and environment for the PCNC Inc. membership to thrive, socialize, network, build relationships and learn from each other for the betterment of the membership and the organisations;
- (c) To foster self-discipline by building team skills and promoting a healthy lifestyle to improve wellbeing and create a healthy workforce in the corporate sector;
- (d) To promote a positive culture amongst the membership to help members maximize their potential, self-belief, and aspirations on and off the court and in the workplace;
- (e) To administer, promote, and develop the sport of Netball in the PCNC competition according to the rules governed by International Netball Federation (INF);
- (f) To make regulations and enforce rules for the control of the game of Netball in the PCNC competition;
- (g) To support and facilitate targeted training programs for technical officials (coaches, umpires, bench officials, administrators, volunteers), consistent with INF Rules and the PCNC Rules and Regulations to successfully deliver the PCNC competition.
- (h) To encourage and promote netball as a sport to be played in a manner which upholds the principle of fair play, sportsmanship and is free from consuming performance enhancing drugs;

- (i) To formulate, implement, monitor, and evaluate appropriate policies and procedures to better regulate the administration of the game of Netball and to act as the final arbiter on all matters pertaining to the conduct of Netball in the PCNC competition including disciplinary matters; and
- (j) To act in good faith and loyalty to ensure the maintenance and enhancement of the game of Netball, its standards, quality, and reputation for the benefit of the PCNC membership and the sport of Netball in PNG.

3. Powers

The powers of Private Companies Netball Club (**PCNC**) are to: -

- (a) make financial decisions, control, fundraising, including investments in the interest of the PCNC Inc.;
- (b) determine, raise, and receive money through subscription fees, registration fees, levies, gate charges, government funding, donor funding, sponsorship etc., for the PCNC Inc.;
- (c) determine rules and regulations, policies and processes for the governance and management of PCNC Inc. and its competition;
- (d) determine, implement and enforce disciplinary policies and procedures for its members including imposing sanctions and penalties;
- (e) contract, engage, outsource or otherwise decide with any person or organisation to fulfil the Objectives of PCNC Inc.;
- (f) determine who its members are;
- (g) establish sub-committees to delegate its powers and functions to such groups;
- (h) enforce the Rules and Regulations of PCNC Inc. and where desirable alter or make new rules for the PCNC competition;
- (i) establish, organise and control Netball matches, fixtures, competitions, tournaments and events within the PCNC eco-system, including determining the rules for such matches, fixtures, competitions, tournaments and events;
- (j) sanction and endorse participation of PCNC representation at domestic and international netball tournaments and events; and
- (k) do any other acts or things which enhances the Objectives of PCNC, provided that the above powers shall not limit the rights and powers of PCNC Inc. as an incorporated entity under the Associations Incorporation Act as amended.

4. Income & Property

The income and property of PCNC Inc. will only be applied towards the promotion of the objectives of PCNC Inc.

PART II-MEMBERSHIP

5. Membership

- (a) The members of the PCNC Inc. are persons or organisations that the PCNC Executive admit as members in accordance with the PCNC Inc. Constitution and Rules & Regulations.
- (b) The categories of membership include: -
 - (i) Full members
 - (ii) Associate members
 - (iii) Life members (individuals)
- (c) Additional categories of membership may be recommended by the PCNC Executive Committee (EXCOM), consistent with this Constitution and the PCNC Rules & Regulations and approved by the members at an Annual General Meeting (AGM).

6. Eligibility for Membership

(a) **Full Membership**

To be, and remain eligible, a Full Member must satisfy the criteria below:-

- (i) is formally registered under the *Companies Act*, *Investment Promotion Act* (IP Act) or *Associations Incorporation Act* and with the Internal Revenue Commission (IRC);
 - (ii) must have registered a minimum of 12 players and 8 of those players must be employees of the organisation they work for in any one season.
 - (iii) is of good reputation and standing in the community;
 - (iv) has expressed a commitment to the objectives of PCNC Inc.; and
 - (v) pay all necessary fees and subscriptions determined in full annually.
- (b) **Any government agency or Non-Government Organisation (NGO) which:-**
- (i) subscribe and align to the objectives of PCNC Inc.;
 - (ii) is involved in programs related to foster and promote a safe workplace, and health and wellbeing of its membership.

- (iii) whose participation is deemed by the PCNC EXCOM as being beneficial to the objectives and aspirations of the PCNC Inc.

(c) **Associate Membership**

- (i) Associate membership is categorised as other organisations or groups that do not meet the eligibility criteria as a Full Member, but can demonstrate that they are responsible for ensuring the delivery of netball in accordance with the objectives of the PCNC Inc. and are providing opportunities for people to participate in netball related activities in their local area or jurisdiction.
- (ii) The privileges and benefits of Associate Membership shall include the right to receive notice and attend but **not** the right to vote during PCNC Inc. sanctioned meetings, including the AGM.
- (iii) An organisation may be appointed as an Associate Member at an AGM by Special Resolution and achieving a simple majority of votes by the PCNC Membership Council (PCNC Council).
- (iv) Nominations for Associate Membership shall include a written proposal outlining the netball history of the organisation, the netball services it provides in its jurisdiction, and its goals and objectives in joining the PCNC competition.

7. Life Membership

- (a) The PCNC EXCOM shall appoint a Life Member(s) of the PCNC Inc. to recognise these individuals outstanding contribution and service to the PCNC competition.
- (b) To qualify for life membership, an individual must have provided exceptional services to the development and growth of the PCNC competition over 10 years of service in strategic roles.
- (c) Life membership will not be removed as a member under this category.
- (d) A life member has no rights and privileges of Full Membership, other than the right to receive notices of and attend and be heard at any general meeting and is otherwise subject to this Constitution.
- (e) Life Members are exempt from paying membership fees and do not have voting rights at the AGM or SGM.

8. Form of application

An application for all types of membership must:

- (i) be in writing in a form approved by the PCNC EXCOM and signed by the Head of the Organisation or its delegated authority (Manager-People and Culture/Human Resources Division);

- (ii) be accompanied by all relevant documentation (as per Rule 6) as to qualification for the type of membership applied for; and
- (iii) pay the relevant registration fees (as per PCNC Inc. Rules & Regulations and Fee Policy).

9. Admission of new members

- (a) The PCNC EXCOM will consider an application for membership three (3) months prior to a new season and determine the admission and/or rejection of an organisation as per the membership eligibility criteria provided in this Constitution and the PCNC Inc. Rules and Regulations.
- (b) If an application for membership is rejected, the application fee, (if any), and the annual registration or subscription fees must be refunded to the applicant.
- (c) If an applicant is accepted for membership:
 - (i) the secretary must notify the organisation of its admission in the form of a receipt for the application fee, (if any), and annual registration or subscription or in any other form the PCNC EXCOM determines; and
 - (ii) the name and details of the member must be entered in the membership register.
- (d) After the date of the giving of the notice referred to in **Rule 9(c)(i)** and a team fails to pay its team registration fees before the third (3rd) Game of Round 1 (Grace Period), the team will be excluded from participating in the PCNC competition.

10. Notification by members

- (a) Each member must promptly notify the PCNC Secretary in writing of any change in their qualification to be a member of PCNC Inc.
- (b) Each affiliate member (corporate, government agency, NGO) must promptly notify the PCNC Secretary in writing of any change in the person nominated as its nominated representative under **Rule 8**.
- (c) A person nominated as a financial member representative must consent to the nomination in writing.

11. Register of members

- (a) A register of members of the PCNC Inc. must be kept in accordance with this Constitution and must be updated annually.
- (b) The following must be entered in the register of members in respect of each member:
 - (i) the full name of the member;
 - (ii) the postal address and electronic mail address, if any, of the member;
 - (iii) the category of membership;
 - (iv) the date of admission to and cessation of membership;
 - (v) the date of last payment of the member's annual subscription;

- (vi) in the case of an affiliate company member, the full name, mailing address, phone number and electronic mail address, if any, of its nominated representative; and
 - (vii) any other information as the PCNC EXCOM require.
- (c) Each member and nominated representative must notify the PCNC Secretary in writing of any change in that person's name, address or email address immediately after the change occurs.

PART III-CESSATION OF MEMBERSHIP

12. Resignation

- (a) A member may resign from membership of the PCNC Inc. by giving a one month written notice to the PCNC Secretary.
- (b) The resignation of a member takes effect on the date of receipt of the notice of resignation, or any later date provided in the notice.

13. Cessation of membership

- (a) A member ceases to be a Member on: -
 - (i) Resignation;
 - (ii) Death;
 - (iii) The termination of their Membership according to this Constitution and PCNC Inc. Rules and Regulations;
 - (iv) Being dissolved or otherwise ceasing to exist;
 - (v) Not meeting the eligibility requirements for membership.
- (b) If any member ceases to be a member under this Constitution, the member remains liable to pay to the PCNC Inc. for any money which, at the time of the member ceasing to be a member, owes to the PCNC Inc. on any account.
- (c) All registration and other associated fees paid shall be forfeited once a member ceases to be a Member of the Association.

PART III-GRIEVANCES AND DISCIPLINE OF MEMBERS

14. Jurisdiction

All Members will be subject to and agree to the jurisdiction, procedures, penalties, and appeal mechanisms of PCNC Inc. under this Constitution.

14.1 Policies for grievances and discipline of members

The PCNC EXCOM will make policies for the hearing and determination of:

- (a) grievances by any registered member who feels aggrieved by a decision or action of the PCNC EXCOM;
- (b) disputes between members relating to the conduct or administration of PCNC Inc.;

- (c) The discipline of members of PCNC Inc.;
- (d) The formation and administration of a Judiciary Committee which must be independent of any party before it on the matter which is the subject of the appeal in question; and
- (e) For the termination of registered members.

14.2 Judiciary Committee

14.2.1 Matters which may be referred to the Judiciary Committee

Without limiting the powers of the PCNC EXCOM, the EXCOM may refer the following matters for investigation and determination by the Judiciary Committee in the sole discretion of the EXCOM: -

- (a) breached, failed, refused, or neglected to comply with a provision of this Constitution, the PCNC Rules & Regulations and approved policies or any other resolution or determination of the PCNC EXCOM or any duly authorised committee;
- (b) Acted in a manner unbecoming of a Member or prejudicial to the objectives and interest of PCNC Inc.;
- (c) Prejudiced PCNC Inc. or brought the game of Netball into disrepute;
- (d) The allegation is to be referred for investigation or determination either under the procedures set down in the policies or by such other procedure and/or persons as the PCNC EXCOM considers appropriate;
- (e) During investigatory or disciplinary proceedings under this Rule, a respondent may not participate in the PCNC competition, pending the determination of such proceedings (including any available appeal) unless the PCNC EXCOM decide continued participation is appropriate having regard to the matter at hand; or
- (f) The PCNC EXCOM shall include in any policies a final right of appeal to an independent body outside the control of PCNC Inc.

14.2.2 Referral to Judiciary Committee

- (a) The PCNC EXCOM may commence investigatory or disciplinary proceedings against a defendant by referring the matter to the Judiciary Committee to hear a matter or matters under PCNCs Judiciary Committee policies.

- (b) The Judiciary Committee shall consist of not less than three (3) independent persons appointed annually by the PCNC EXCOM. The PCNC EXCOM shall appoint a Chair from one of the independent members appointed to the Judiciary Committee.
- (c) Members of the PCNC EXCOM are not eligible to sit on the Judiciary Committee.
- (d) Any referral to the Judiciary Committee shall be made and determined in accordance with the PCNC Inc. Judiciary Committee's policies.

14.2.3 Appeals

There is no right of appeal from a decision of the Judiciary Committee made under **Rule 14** of this Constitution and the Judiciary Committee's decision shall be final.

PART IV-REGISTRATION FEE AND ANNUAL SUBSCRIPTION

15. Fees & Subscriptions

- (a) The PCNC EXCOM determine the annual registration and other fees which are endorsed by the PCNC Council at its AGM and as stipulated in the PCNC Rules & Regulations.
- (b) The annual registration fee and other applicable fees are payable by a Full Member and an Associate Member at the start of each season and/or as determined by the PCNC EXCOM.
- (c) A member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all outstanding fees if the PCNC EXCOM sees fit.
- (d) Life Members are not expected to pay annual membership fees.

PART V-APPOINTMENT OF PCNC EXECUTIVE COMMITTEE

16. The Executive Committee

(a) Role of the Executive Committee (EXCOM)

The PCNC EXCOM is responsible for determining strategies, policies, and financial arrangements and implementation of the PCNC competition annually.

(b) Composition of the Executive Committee

The number of the executives must be not less than 5 nor more than 7 and will be elected by the PCNC Council at the AGM. These include the following: -

- (i) an elected President/Chair;
- (ii) an elected Vice President;
- (iii) an elected Treasurer; and
- (iv) an elected Secretary;
- (v) an elected Vice Treasurer; and
- (vi) an elected Vice Secretary.

(c) **Job Descriptions of the Executive**

The PCNC EXCOM Job Descriptions are provided as **Schedule 7** to this Constitution.

17. Executive Committee eligibility

- (a) Must be a financial or registered member of PCNC Inc.
- (b) Must demonstrate leadership and management qualities and experience with up to 5 years (or more) in a leadership role in an affiliated member organisation.
- (c) Must have a 6-month Police Clearance certificate (from the time of being nominated).
- (d) Must not have any record of fraud, bad behaviour etc., that will tarnish the reputation of the PCNC Inc.
- (e) Must have a good standing within the membership and wider netball and business community in Port Moresby.

18. Election of PCNC Executive Committee

- (a) Executives are elected at the AGM of the PCNC Inc.
- (b) An elected Executive holds Office for two years and can seek re-election for up to 2 terms (4 years in total).
- (c) An Executive may not serve more than 2 consecutive terms as a PCNC Executive.

19. Nomination for election

- (a) Each candidate for election as an executive must be:
 - (i) nominated by a Full Member or the nominated representative of an affiliated company member; and
 - (ii) seconded by another Full Member or the nominated representative of another affiliated company member both of which members must be current financial members of the PCNC at the time of nomination.
- (b) No Full Member or nominated representative of a Full Member may propose more than 1 person as a candidate but may second more than 1 nomination.

- (c) A nomination of a candidate for election must: -
 - (i) be in writing using the Executive Nomination Form provided under **Schedule 6**;
 - (ii) be signed by the candidate; and
 - (iii) be signed by the proposer and seconder.
- (d) A nomination of a candidate for election must be received by the registered email address of the PCNC Inc. no later than 5pm on the day (which is 21 days) prior to the AGM at which the candidate seeks election.
- (e) A list of the candidates' names in alphabetical order together with the proposers' and seconds' names must be sent to members with the Notice of the AGM.
- (f) The signed and completed nomination form must be accompanied by an updated Curriculum Vitae of nominated candidates.

20. Election procedure –Executive Committee

- (a) If the number of candidates for election as executives is equal to or less than the number of vacancies on the EXCOM, the Chair of the AGM must declare those candidates to be duly elected as executive committee members.
- (b) If the number of candidates for election as executives is greater than the number of vacancies on the EXCOM, a vote through a secret ballot must be conducted for the election of the candidates for each of the executive positions.
- (c) If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- (d) The election of the PCNC Executive Committee must be conducted by an independent panel (2 members) who can be either a board member of Netball PNG and/or executive of a local association in Port Moresby/NCD region.
- (e) At the AGM each Full Member is entitled to one vote per vacant position.
- (f) The candidates receiving the greatest number of votes cast in their favour must be declared by the Chair of the meeting to be elected as an Executive Committee member.
- (g) There is no vacancy for the purpose of this **Rule 20** (or **Rules 22 or 23**) because the number of executives is less than the maximum allowed under **Rule 16 (b)**.
- (h) There is a vacancy only if the number of executives is less than the number elected at the previous AGM (adjusted for any increase under **Rule 16 (b)**).

21. Time appointment or retirement takes effect

- (a) Executives who are elected at an AGM shall take office immediately after the end of the AGM.
- (b) Executives who retire at an AGM continue to hold office until the end of the AGM.

PART VI- APPOINTMENT OF EXECUTIVES BETWEEN AGMs

22. Casual vacancies and additional Executives

- (a) In an SGM of the PCNC Council, may by resolution and the EXCOM may at any time appoint a person qualified to be an executive, either to fill a casual vacancy or as an addition to the existing EXCOM, but so that the total number of executives does not at any time exceed the number fixed in accordance with **Rule 16 (b)**.
- (b) Any executive appointed under **Rule 22(a)** holds office until the next AGM of the PCNC Inc. and is then eligible for re-election.

23. Insufficient Executives

(a) Vacancy in office of Executive Committee

In the event of a vacancy on the PCNC EXCOM, the remaining executives may act, but if the number of remaining executives is not sufficient to constitute a quorum at any meeting of the EXCOM, they may act only for the purpose of increasing the number of executives to a number sufficient to constitute a quorum or convening a SGM of the PCNC Inc.

(b) Vacation of Office

An EXCOM position becomes vacant at the expiration of terms and if the executive member:

- (i) Is removed in accordance with **Rule 24**.
- (ii) Become of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (iii) Resigns from office by giving one (1) month notice in writing to the EXCOM;
- (iv) Accepts appointment to, or becomes the holder of a disqualifying position and does not resign from that position within 30 days; or
- (v) Is not present personally at three consecutive EXCOM meetings without leave of absence from the President of PCNC Inc.

24. Removal and Resignation of Executives

- (a) An EXCOM member may resign by giving 1 (one) month written notice of resignation to the PCNC Inc. at its registered email address.
- (b) PCNC Inc. may, in an SGM by ordinary resolution, remove any EXCOM member prior to the expiration of that member's term of office.

- (c) Unless otherwise resolved at an SGM, an EXCOM member removed in accordance with this Constitution cannot be re-appointed as an Executive within 3 years from the date of their removal.

25. Appointment of Attorney

- (a) The PCNC EXCOM may appoint any person or persons to be the Attorney of the PCNC Inc. for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the EXCOM), for the period and subject to the conditions they see fit.
- (b) A power of attorney may contain the provisions for the protection and convenience of persons dealing with the attorney that the EXCOM see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the Attorney.

PART IX-EXECUTIVES' INTERESTS

26. Prohibition on being present or voting

If a member of the EXCOM has a material and/or personal interest in an Agenda Item or matter that is being considered at an executive meeting, the member must:

-
- (a) disclose this material or personal interest for purposes of the Minutes of the Meeting;
- (b) be exempted from discussions on that specific item; and
- (c) must not vote on any decision on the matter.

27. Executives to disclose Interests

- (a) Executive members must declare all forms of interests in the PCNC Conflict of Interest Register at the beginning of any EXCOM Meeting on any matter in which any conflicts may arise, and unless otherwise determined by the EXCOM, that Executive must abstain from any discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the EXCOM or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) The EXCOM shall maintain a register of declared interests by all EXCOM at all sanctioned meetings.
- (d) An executive who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the PCNC Inc. must, as soon as practicable after the relevant facts have come to the EXCOM's knowledge, declare the nature of the interest at a meeting of the EXCOM followed by written notice to the PCNC Secretary as a matter of urgency.
- (e) An Executive who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as an EXCOM, must declare at a meeting

of the EXCOM or by written notice to the PCNC Secretary, the fact and the nature, character, and extent of the conflict.

28. Effect of interest in contract

- (a) If an EXCOM has an interest in a contract or proposed contract with the PCNC Inc. (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the EXCOM, and the executive discloses the nature and extent of the interest or duty at a meeting of the EXCOM or by written notice to the PCNC Secretary as soon as practicable:
 - (i) the contract may be entered into; and
 - (ii) if the disclosure is made before the contract is entered into:
 - A. the executive member may retain benefits under the contract even though the Executive has an interest in the contract;
 - B. the Association cannot avoid the contract merely because of the existence of the interest; and
 - C. the Executive is not disqualified from the office of Executive.
- (b) For the purposes of **Rule 28 (a)**, contract includes an arrangement, dealing or other transaction.

29. Other interests

Without limiting **Rule 28** or **Rule 29**, an EXCOM member may, to the extent permitted by the *Associations Incorporation Act 2023*:

- (a) hold any other office or place of profit under the PCNC Inc. (other than the office of Auditor) in conjunction with the office of the PCNC Executive; or
- (b) be interested in any operation, undertaking or business undertaken or assisted by the PCNC Inc. or in which the PCNC Inc. is or may be interested.

PART X-REMUNERATION OF EXECUTIVES

30. Remuneration of Executive Committee & sub-committees

- (a) PCNC EXCOM may receive some form of remuneration for services in the capacity as an EXCOM member, in line with the PCNC's Fee Policy.
- (b) PCNC Inc. sub-committee members may receive some form of remuneration for their strategic services rendered to the PCNC Inc., in line with the sub-committee's terms of reference and the PCNC's Fee Policy.

31. Executives' expenses

- (a) The PCNC Inc. may pay travelling and other expenses that PCNC executives properly incur:
 - (i) in attending EXCOM meetings or any meetings of sub-committees of PCNC;

- (ii) in attending any general meetings of the PCNC Inc.; and
 - (iii) in connection with the PCNC Inc.'s business affairs.
- (b) EXCOM and sub-committee fees are set and approved at an AGM and reflected in the Fee Policy on an annual basis.
 - (c) To the extent, if any, required by law, an EXCOM must ensure that the requirements of the law are complied with in relation to any financial benefit given by the PCNC Inc. to the EXCOM or to any other related party of the PCNC Inc.

32. PCNC Policies & Records

32.1 Making and amending Policies

- (a) The EXCOM may from time to time make policies which in their opinion are necessary or desirable for the control, administration, and management of PCNC affairs and may amend, repeal, and replace those policies.
- (b) PCNC Council in its AGM may amend, repeal, or replace any policies made by the EXCOM without affecting the validity of acts or decisions made by the EXCOM or anyone authorised to act pursuant to that policy.
- (c) Policies take effect 30 days after being approved by the PCNC Council and shall be in force and come into effect on that date.

32.2 Effect of Policies

A policy: -

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all financial members of PCNC; and
- (d) may be overruled by simple majority if a resolution to that effect is passed by the PCNC Council at an AGM or SGM.

32.3 Inspection of Records

- (a) A financial member (organisation) may request in writing, permission to inspect Minutes of EXCOM Meetings only, but may not copy or remove said documents. Access to the documents will be in the courage of the PCNC Inc. President/Chair and Secretary and can be viewed at a time and date set by the PCNC EXCOM.
- (b) If, for legal reasons, the requested document is required to be kept confidential, the EXCOM shall explain the reason to the requesting member.

32.4 Custody of Records

- (a) The PCNC Inc. must keep all annual financial records for the current accounting period and for the last seven (7) completed accounting periods of the Association at the principal place of business or the registered office of the PCNC Inc.
- (b) The PCNC Inc. shall keep at the principal place of business or the registered office of the Association all records, books and other documents relating to the PCNC Inc.

33. Confidential information

No member (other than an EXCOM) is entitled to request or receive any information concerning the business, trading, or customers of the PCNC Inc. or any trade secret, secret process, or other confidential information of or used by the PCNC Inc.

PART XVI - EXECUTIVE' MEETINGS

34. Circulating resolutions

- (a) The PCNC EXCOM may pass a resolution without an executive' meeting being held if all the Executives entitled to vote on the resolution (except an executive member absent from PNG who has not left an email address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by the Executive if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last executive member signs.
- (d) An email address to or received by the PCNC Inc. and purporting to be signed or sent by an executive member for the purpose of this **Rule 34** must be treated as a document in writing signed by that executive member.

35. Meetings of Executives

- (a) EXCOM may meet for the despatch of business and adjourn and otherwise regulate their meetings as they see fit.
- (b) Formal PCNC EXCOM Meetings to be held quarterly, whilst ad-hoc meetings to be held as and when required and called for by the President/Chair.

36. Notice of Executive meeting

- (a) Fourteen (14) days' notice of every EXCOM meeting must be given to each executive member except that it is not necessary to give notice of a meeting of PCNC EXCOM to any executive member who:

- (i) has been given special leave of absence; or
 - (ii) is absent from Port Moresby and has not left an email address at which he or she may be given notice.
- (b) Any notice of a meeting of the EXCOM may be given in writing or verbally, and whether by telephone, email, or any other means of communication.

37. Virtual meetings of the Executives

- (a) An EXCOM meeting may be held using telephone or, if consented to by all executive members, other digital technology platforms. The consent may be a standing one. An EXCOM may only withdraw the consent within two (2) hours before the meeting.
- (b) If an EXCOM meeting is held using any digital technology and all executive members take part in the meeting, they must be treated as having consented to the use of the digital technology for that meeting.
- (c) The following provisions apply to a digital technology meeting:
 - (i) each of the EXCOM taking part in the meeting must be able to hear and be heard by each of the other executive members taking part in the meeting; and
 - (ii) at the commencement of the meeting each EXCOM must announce his or her presence to all the other Executives taking part in the meeting.
- (d) If the PCNC Secretary is not present at a digital technology meeting, one (1) of the EXCOM members' present must take Minutes of the Meeting.
- (e) An EXCOM member may not leave a digital technology meeting by disconnecting his or her link to the meeting, unless that EXCOM has notified the President/Chair prior to the commencement of a meeting.
- (f) An EXCOM is conclusively presumed to have been present and to always have formed part of a quorum during a digital technology meeting unless that EXCOM member has obtained the express consent to leave the meeting prior to the commencement of the meeting from the Chair.
- (g) All provisions of this Constitution relating to a meeting apply to a virtual meeting of the EXCOM in so far as they are not inconsistent with the provisions of this Constitution.

38. Chairing Executive meetings

- (a) The President of PCNC is the Chair of all meetings of the PCNC Executives.
- (b) At a meeting of Executives if:
 - (i) no President/Chair has been elected as provided by **Rule 16**
 - (b); or
 - (ii) the Chair is not present within 10 minutes after the time

appointed for the holding of the meeting or is unwilling to act, the Vice is the Chair of the meeting; but if:

- A. no Vice President has been elected as provided by **Rule 16 (b)**;
or
- B. the Vice Chair is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
 - EXCOM present must elect an executive present to chair the meeting.

39. Quorum

- (a) The quorum for a PCNC EXCOM meeting is seventy-five (75%) of the Executives. The quorum must be present (in person or virtual) during the meeting.
- (b) If there is no quorum, an EXCOM Meeting must be deferred to another date and time appropriate for the Executive.

40. Passing of Executives' resolutions

A resolution of the PCNC EXCOM must be passed by a majority of the votes cast by the executives entitled to vote on the resolution.

41. PCNC Council

(a) Role of the Membership Council

The PCNC Council is the governing body of PCNC Inc.

(b) Composition of the Membership Council

The PCNC Council shall be made up of all financial member organization delegates/representatives and EXCOM.

(c) Meetings of Membership Council

- (i) The PCNC Council shall meet annually which shall be the AGM of PCNC Inc.
- (ii) It may also meet any other time in an SGM called for under this Constitution. All references to a PCNC Council Meeting in this Constitution mean an AGM or an SGM.

(d) Chairperson

The Chair of the PCNC Council meeting shall be the President/Chair or his/her nominee.

(e) **Delegates**

The delegates for a PCNC Council Meeting shall be: -

- (i) Two appointed delegates of each affiliated member organization;
- (ii) The names of the delegates appointed under **Rule 41 (b)** shall be forwarded to the PCNC Secretary within one week prior to the commencement of each PCNC Council Meeting;
- (iii) Subject to **Rule 41 (b)** each delegate shall represent and vote on behalf of their organisation as the case may be;
- (iv) Life Members are entitled to attend and speak at PCNC Council Meetings but shall have no right to vote.

(f) **Powers of the PCNC Council**

The PCNC Council shall act in accordance with the objectives and for the mutual and collective benefit of PCNC Inc. The PCNC Council shall have powers in Council Meetings to: -

- (i) Approve all Financial Obligations and Requirements for the PCNC Inc.;
- (ii) Alter this Constitution;
- (iii) Alter the PCNC Competition Rules and Regulations;
- (iv) Review and endorse the PCNC's Annual Workplan;
- (v) Be the final arbiter on matters referred to it under this Constitution; and
- (vi) Elect the PCNC Executive Committee (EXCOM).

42. Annual General Meeting

- (a) The Annual General Meeting (AGM) of PCNC Inc. shall be held annually before the **30th of September** each year.
- (b) The PCNC EXCOM shall attend the AGM.
- (c) Two nominated member organisation delegates shall be entitled to vote.
- (d) The Notice of the AGM shall be given, in writing, thirty (30) days prior to the date of the meeting and shall state the time and place of the meeting and the business to be discussed.

- (e) The order of the business shall be: -
 - (i) Roll Call;
 - (ii) Approval of Minutes of the previous AGM and consideration of any matters arising there from;
 - (iii) President's report on the activities of the Executives during the past year;
 - (iv) Audited Annual Financial Report;
 - (v) Election of the EXCOM as and when due pursuant to **Rule 18**; and
 - (vi) General Business.

42.1 Notice and Agenda Items

Notice of an AGM of Members must be given: -

- (a) To all financial member organisations entitled to attend the AGM, the EXCOM and the appointed Auditor of PCNC;
- (b) At least 30 days prior to the proposed date of the AGM, the EXCOM will request from financial member organisations, notices of motions, which must be received no less than 15 days prior to the AGM; and
- (c) At least 30 days' notice of the time and place of an AGM must be given, together with:
 - (i) Agenda for the Meeting;
 - (ii) All information required to be included for consideration at the meeting;
 - (iii) In the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iv) Where applicable, any notice of motion received from any Member Organisation or Executive; and
 - (v) Where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

42.2 No other Business

No business other than that stated in the notice of meeting may be transacted at an AGM.

42.3 Cancellation or postponement of an AGM

Where an AGM is convened by the EXCOM it may, if it thinks fit, cancel the meeting, or postpone the meeting to a date and time the EXCOM determine.

42.4 Written notice of cancellation or postponement of an AGM

Notice of cancellation or postponement of an AGM must state the reasons for doing so and be given to: -

- (a) each member entitled to attend the AGM; and
- (b) each other person entitled to Notice of an AGM.

42.5 A notice postponing an AGM must specify:

- (a) The new date and time for the meeting;
- (b) The place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting;
- (c) If the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner;
- (d) The only business that may be transacted at a postponed AGM is the business specified in the notice originally convening the meeting; and
- (e) The non-receipt of a notice convening, cancelling, or postponing an AGM by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at an AGM or at a postponed meeting or the cancellation or postponement of the meeting.

42.6 Right to appoint proxy

- (a) An affiliated member, entitled to attend an AGM of PCNC Inc. is entitled to appoint a person as their proxy to attend the meeting in their place.
- (b) A proxy has the same rights as the affiliated member at the meeting and may be appointed in respect of more than one meeting.
- (c) It is intended that the affiliated member would brief the nominated proxy prior to the meeting to ensure they were familiar with their issues in relation to the business of the meeting and the proxy would then be in a position to represent the member effectively in any debate and subsequent vote.
- (d) PCNC EXCOM and Life Members are not entitled to act as a Proxy for any affiliated member organisation.

42.7 Form of proxy

The instrument appointing a proxy shall be in the form provided under **Schedule 2**.

43. Proceedings at Annual General Meetings

(a) Quorum

- (i) The quorum for an AGM shall be 75% of the total membership who are representing the PCNC EXCOM and affiliated member organisations. There must be no less than three (3) Executives present.
- (ii) If within one hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned to such other time and place the PCNC EXCOM may determine. However, a minute of attendance of those eligible to be present and to vote shall be entered into the records of PCNC Inc.
- (iii) If at the time and place of the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting, the members and the delegates shall constitute a quorum.
- (iv) The quorum for a SGM shall be 75% of the affiliated membership.
- (v) The quorum for PCNC EXCOM meetings shall be 75%.
- (vi) The proportion of financial member organisations who must be present for a quorum to exist at a SGM is half plus 1 of eligible voting members.
- (vii) There must be no less than 3 EXCOM members present.

(b) Requirement for a quorum

An item of business may not be transacted at a SGM unless a quorum is present at the commencement of the SGM.

(c) Quorum and time

If within 30 minutes after the time appointed for an AGM, a quorum is not present, the meeting stands adjourned to such other day, time and place as the PCNC EXCOM determines.

(d) Resolutions not in the Annual General Meeting

- (i) If all Members entitled to vote, sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed

at an AGM of the PCNC Inc. held at the time on which the document was signed by the last member entitled to vote.

- (ii) If separate documents containing statements in identical terms, each of which is signed by 1 or more members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those members on the respective days on which they signed the separate documents.
- (iii) A facsimile transmission or other form of visible or other electronic communication, including email, purported to be signed by an affiliated member for the purpose of this clause is deemed to be a document in writing signed by that member.

(e) **Adjourned meeting**

- (i) If a quorum (determined in accordance with this Rule) is not present within a reasonable time after the time appointed for the adjourned meeting, the meeting is dissolved.
- (ii) At an adjourned meeting, the required quorum shall be one-third of the total membership of the Council with no less than 3 EXCOM members.

(f) **President/Chair to preside over Annual General Meetings**

- (i) The President/Chair is entitled to preside as Chair at the AGM.
- (ii) If an AGM is convened and there is no Chair, or the Chair is not present within a reasonable time after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - A. An executive chosen by the PCNC Council of the EXCOM present; or
 - B. a delegate of a member organisation who is entitled to vote and is chosen by a majority of the member organisations present.

44. Special General Meetings

- (a) An SGM shall be convened by the President/Chair upon Special Notice signed by not less than 50% of the total membership of PCNC.
- (b) Any request for an SGM shall state the objects of the proposed meeting and only such business as is specified in the request shall be discussed at the meeting.

- (c) At least a twenty-one (21) day notice of the SGM shall be given in writing and notice shall state the place and time of the meeting and the business to be discussed.

45. Executive Meetings

- (a) The PCNC EXCOM shall endeavour to meet a minimum of quarterly (4 times each competition year) to conduct business and regulate their meetings as they feel is appropriate to meet their fiduciary duties.
- (b) At least a fourteen (14) day notice of an EXCOM Meeting shall be given by the PCNC Secretary whenever and wherever practicable.
- (c) The President/Chair shall chair the EXCOM meetings, or in his/her absence the Vice President.
- (d) A resolution in writing signed or assented to by email or other electronic communication by all executive members shall be as valid and effectual as if it had been passed at a meeting of the EXCOM. Any such solution may consist of several documents in like form each signed by one or more executive members.
- (e) An executive member who is absent from an EXCOM Meeting for 3 consecutive meetings without prior approval and/or without reasonable explanation shall be deemed to have vacated their office as an Executive.

46. Telecommunications Meeting

- (a) A General Meeting or an EXCOM Meeting may be held by means of a telecommunication meeting, provided that the number of members or executives (as applicable) participating is not less than a quorum required for a General Meeting or Executives' Meeting (as applicable); and
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this Constitution.

PART XX-FUNDS OF THE ASSOCIATION

47. Source of Funds

- (a) The funds of the PCNC Inc. shall be derived from gate fees and annual subscriptions fees of members, donations, sponsorships, grants, payments from fundraising events or services and, subject to any resolution passed by the PCNC Council in the AGM or SGM, such other sources as the EXCOM determines.
- (b) All money received by the PCNC Inc., shall be deposited as soon as practicable and without deduction to the credit of the PCNC Inc. bank account.
- (c) The PCNC Inc. shall, as soon as practicable after receiving any money, issue an appropriate receipt.

48. Management of Funds

- (a) Subject to any resolution passed by the PCNC Council in the AGM or SGM, the funds of the PCNC Inc. shall be used in pursuance of the objectives of the Association in such manner as the PCNC EXCOM determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by appointed signatories of the PCNC Inc. Bank Account, with the President and Treasurer as mandatory signatories.
- (c) In the event of winding up or dissolution of the PCNC Inc., if any property remains, it must not be distributed to the members. It must be transferred to another institution or organisation which:
 - (i) has objectives and/or purposes similar to those of the PCNC Inc.; and
 - (ii) has a similar prohibition in its constitution or governing rules on the distribution of its income and property among its members, and the prohibition is to an extent at least as great as imposed on the organisation under its constitution. Such an organisation will be determined by a unanimous vote at an AGM or SGM.

49. Accounts

- (a) The PCNC EXCOM must cause proper accounting and other records to be kept in accordance with the *Associations Incorporation Act 2023* (as amended).
- (b) The PCNC EXCOM must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by this Constitution.

50. Audit and Accounts

- (a) The financial affairs of the PCNC Inc. shall be audited at least once in every period of 12 months by the Auditor appointed by the PCNC Council at the AGM.
- (b) The annual financial audit must be performed within 90 days of the conclusion of the PCNC competition annually.
- (c) The fees for the auditor must be fixed and the auditor's duties regulated in accordance with this Constitution and PCNC's Fee Policy.

51. Powers and Duties of the Auditor

- (a) The Auditor shall: -
 - (i) certify to the correctness of the financial statements or the profit and loss account;
 - (ii) have free access to all books of accounts and records of the PCNC Inc.;
 - (iii) inspect and audit the accounts and records of financial transactions and draw the attention of the PCNC Inc. to any irregularities; and
 - (iv) state in his/her report in his/her opinion whether: -
 - A. the financial statements or the profit and loss account are properly draw up so as to give a fair view of the PCNC Inc. financial affairs;
 - B. the books of accounts and other records examined by him or her have been properly kept; and
 - C. he or she has obtained all the information and explanations he or she required.
- (b) The Auditor may be removed from office by a special resolution of the PCNC Council at an AGM or SGM or at the expiration of his or her tenure of office.

PART XXI- MISCELLENEOUS

52. Insurance

- (a) PCNC Inc. may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been an executive against liability incurred by the person in that capacity, including a liability for legal costs. This is commonly referred to as Executives' & Officers Liability Insurance.
- (b) PCNC Inc. may also pay or agree to pay, whether directly or through an interposed entity, a premium for a Public & Product Liability Insurance Policy insuring against liability which may be incurred in the conduct of the PCNC Inc. activities and/or products.
- (c) PCNC Inc. may also consider paying or agreeing to pay, whether directly or through an interposed entity, a premium for Personal Accident Insurance, insuring against personal injury or illness to Executives liability which may be incurred in the conduct of the Associations activities.

53. Indemnity

- (a) The PCNC EXCOM shall be indemnified to the extent of the insurance policy of the PCNC (if any) against any liability incurred in their capacity as an Executive.
- (b) PCNC Inc. shall indemnify its executive members to the extent provided under the Executives Liability Insurance policy of PCNC (if any) against all damages and costs (including legal costs) for which any such executive may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made whilst acting on behalf of and with the authority, express or implied of PCNC.

54. Amendments to this Constitution

- (a) An addition to, an amendment of or a rescission wholly or in part of this Constitution may be made only at an AGM by resolution:
 - (i) Of which twenty-eight (28) days' notice in writing has been given to all members;
 - (ii) Which has been passed by one third (1/3) of the total membership of the members eligible to vote; and
 - (iii) Amendments to this Constitution, certified as true copies by the President/Chair shall be communicated to the Papua New Guinea Registrar of Companies with a request for registration.
- (b) The objectives and purposes of the Association other than those stated under **Rule 2** of this Constitution, may be altered, rescinded, or added to only by a special resolution of the PCNC Council.
- (c) The Association must, within one month after-
 - (i) any substitution, adoption or amendment of this Constitution;
 - (ii) any alteration of the objectives or purposes of the Association; or
 - (iii) any alteration or any trusts relating to the Association (including the creation of new trusts),

lodge with the Registrar in the prescribed form-

 - A. notice of the substitution, adoption, amendment, or alteration; and
 - B. a copy of any instrument evidencing the substitution, adoption, amendment, or alteration.

- (d) Where, under this Constitution, the members of PCNC Inc. are liable to contribute towards-
 - (i) the payments of the debts and liabilities of PCNC Inc.; or
 - (ii) the costs, charges and expenses of the winding-up of the PCNC Inc.,
 an alteration of this Constitution affects that liability, notice of the substitution, adoption, amendment, or alteration.
- (e) A substitution, adoption, amendment, or alteration of this Constitution, objectives or purposes of the Association, or of any trusts relating to the PCNC Inc. (including the creation of new trusts), is of no effect until **Rule 54 (c)** and **Rule 54 (d)** have been complied with in respect of the substitution, adoption, amendment or alteration and the alteration has been filed in the register under the prescribed form.
- (f) In the case of the alteration of this Constitution, a notice under **Rule 54 (c)** must be accompanied by a statement that a special resolution authorizing the alteration was duly passed.

55. Winding Up- Contributions of Members on Winding up

- (a) Each affiliated member must contribute to PCNC Inc. property if PCNC is wound up while they are a financial member.
- (b) The contribution is for:
 - (i) Payment of PCNC Inc. debts and liabilities;
 - (ii) The costs of winding up; and
 - (iii) Adjustment of the rights of the contributories among themselves.
- (c) The amount of the contributions may be reviewed from time to time by a resolution of the PCNC Council.
- (d) No other member must contribute to PCNC Inc. property if PCNC Inc. is wound up.
- (e) If on the winding up or dissolution of PCNC Inc., and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) Having objectives similar to those of PCNC Inc.;
 - (ii) Whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed under this Constitution; and

- (iii) That body is, or those bodies are, to be determined by the PCNC Council at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

56. Common Seal

- (a) PCNC Inc. shall have a Common Seal, which shall be in the custody of the PCNC Secretary and shall be affixed to documents and attested to by the President/Chair and PCNC Secretary provided that in an event of either or both being unable to act for any reason, the common seal may then be attested by such other person or persons as may be authorised by the EXCOM.
- (b) If the PCNC Inc. has a common seal, the PCNC EXCOM must provide for its safe custody.
- (c) The Common Seal may not be fixed to any document except by the authority of a resolution of the PCNC EXCOM of a committee of the Executives duly authorised by the Executives.
- (d) PCNC Inc. executes a document with its common seal if the fixing of the seal is witnessed by:
 - (i) two (2) EXCOM members of PCNC Inc.;
 - (ii) an Executive and the PCNC Secretary of PCNC Inc.; or
 - (iii) an Executive and the Public Officer of PCNC Inc.
- (e) The PCNC Inc. may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with this **Rule 56**.
- (f) The same person may not sign in the dual capacities of Executive and PCNC Secretary.

57. No distribution to members

- (a) No portion of the income or property of the PCNC Inc. may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the PCNC.
- (b) **Rule 57 (a)** does not prevent: -
 - (i) the payment in good faith of remuneration to any officer, servant or member of the PCNC Inc. in return for any services actually rendered to the PCNC Inc. or for goods supplied in the ordinary and usual way of business;
 - (ii) the payment of interest on money borrowed from any member of the PCNC Inc.;

- (iii) the payment of reasonable and proper rent by the PCNC Inc. to a member of the PCNC Inc. for premises leased by the member to the Association; or
- (iv) the reimbursement of expenses incurred by any member on behalf of the PCNC Inc.

58. Limited liability

- (a) The liability of the members is limited.
- (b) Every affiliated member of the PCNC Inc. undertakes to contribute to the property of the Association in the event of the same being wound up while it is a member, for payment of the debts and liabilities of the Association contracted before he/she ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten kina (K10.00) or such other sum as may be determined by the PCNC EXCOM from time to time.

59. Colours of PCNC Inc.

- a) The main colours of PCNC Inc. shall be pink and blue with consideration to alter branding and colour shades as and when required.
- b) All affiliated members (individuals and organisations) of PCNC Inc. acknowledge and agree that these colours are for the exclusive use by PCNC Inc.
- c) Any alteration to the colours and branding can be recommended by the PCNC EXCOM and must be sanctioned by the PCNC Council at an AGM or SGM.

SCHEDULE 1 – DEFINITIONS AND INTERPRETATION

A. Definitions.

In this Constitution:

- (a) **Act** means the *Associations Incorporation Act* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (b) **Association** means the Private Companies Netball Club Inc.;
- (c) **Associate Member** means an organisation having aims and objectives which are consistent or similar to that of the Association;
- (d) **Executives** means the management committee that oversees and supervises the activities of the Association;
- (e) **Business day** means a day that is not a Saturday, a Sunday or a public holiday in the place where the Association has its registered office;
- (f) **Full Members** means individuals, groups or organisations who consent to be affiliated members of the Association;
- (g) **K.** means Papua New Guinea Kina currency;
- (h) **Life Members** means individuals who hold certain expertise, experience which the Executives consider necessary to assist with the promotion of the Association's objectives;
- (i) **PCNC Council** means the PCNC affiliated members, delegates and Executives (all together) form the PCNC Council.
- (j) **PCNC Inc.** means the Private Companies Netball Club Inc. (Association);
- (k) **PCNC EXCOM** means the Private Companies Netball Club Executive Committee
- (l) **PNG** means Papua New Guinea;
- (m) **Proxy** means the written authorisation to act in place of another;
- (n) **Registrar** means the Registrar of Companies appointed under Section 394 (2) (a) of the *Companies Act 1997*;
- (o) **Taxation Act** means any act relating to taxation in PNG.

B. Interpretation

- (a) Reference to:
 - (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular; and
 - (iii) a person includes a body corporate.
- (b) Except so far as the contrary intention appears in this Constitution:
 - (i) an expression has in this Constitution the same meaning as in the Act; and
 - (ii) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (c) 'Including' and similar expressions are not words of limitation.
- (d) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.

SCHEDULE 2 – PROXY FORM

Private Companies Netball Club Inc.

I/We, _____ of
_____, being an affiliated/financial
member/members of the above named Association, appoint of or, in his or her absence,
of as my/our proxy to vote for me/us on my/our behalf at the ***annual general
meeting/*special general meeting** of the Association to be held on and at any
adjournment of that meeting.

This form is to be used ***in favour of/*against** the resolution.

Signed on _____

Signed by _____

~~***Strike out whichever is not desired.**~~

SCHEDULE 3 – CURRENT MEMBERSHIP (2023/2024)



REGISTERED COMPANIES FOR 2023/ 2024 SEASON

No	Company Names
1	ABT Associates
2	AES
3	Air Niugini
4	Ashurst PNG
5	Atlas Steels
6	Bishops
7	BNBM
8	Boroko Motors
9	Bank of PNG
10	Brian Bell
11	BSP
12	Cenpro Ltd
13	City Pharmacy
14	Constantinou Group of Companies
15	Credit Corp
16	Datec
17	Deloitte
18	DHL
19	Digicel
20	Digitec ICT Ltd
21	DT Global
22	EFM
23	Ela Motors
24	Ela Murray
25	ExxonMobil PNG
26	Fincorp
27	Flame (GFI)
28	Garamut
29	Gordons International School
30	Hastings Deering
31	Hi-Lift
32	Hilton Hotel
33	Holiday Inn

No	Company Names
34	Sinton Spence
35	SP Brewery
36	SPAC
37	Stantos Blue Kumul
38	Steamships
39	Talis Pharmacy
40	Telikom
41	Theodist
42	TISA
43	TotalEnergies
44	Trends
45	Trophy Haus
46	Vanguard
47	Vodafone
48	Water PNG
49	Weight Inn Hotel
50	Westpac Bank
51	Womens Micro Bank
52	IEA
53	Innovativa Agro
54	Kenmore
55	Kina Bank
56	Koroboro School
57	KPMG
58	Kwila Corp
59	Lae Buidlers
60	Lee Partners
61	LLS Lawyers
62	Manton Group
63	Marsh
64	MiBank
65	Minpac
66	Moniplus
67	Moore Printing
68	MRDC
69	NAC
70	Nasfund
71	Natioanl Parliament
72	National Finance
73	NCDC
74	NiuSky Pacific

No	Company Names
75	Nambawan Super Ltd
76	Pacific Manpower
77	Pacific Industries
78	Paradise Foods
79	Pacific Energy Consultant
80	People's Microbank
81	PM & NEC Dept
82	PNG Air
83	PNG CIR Indetifiers
84	PNG Ports
85	Post Courier
86	Post PNG
87	Pryde Furniture
88	Puma Energy
89	PwC
90	RAM
91	Rhodes
92	Salvos BPS
93	SBS Electrical

SCHEDULE 4 – PCNC RULES & REGULATIONS

(attachment)

SCHEDULE 5 – CODES OF CONDUCT

PRIVATE COMPANIES NETBALL COMPETITION (PCNC) CODES OF CONDUCT

GENERAL CODE OF CONDUCT FOR ALL PCNC MEMBERS

As a person required to comply with this Policy, you must meet the following requirements in your conduct during any activity held or sanctioned by PCNC.

1. Treat all persons with respect and courtesy and have proper regard for their dignity, rights, and obligations.
2. Be ethical, fair, considerate, and honest in all dealings with others.
3. Make a commitment to providing a high standard of sporting professionalism, both on and off the court, as a member of PCNC.
4. Operate within the rules and spirit of the sport of netball, constitution and policies which govern netball in PNG, regionally and internationally.
5. Do not use your involvement with Netball to promote your own beliefs, behaviours, or practices where these are inconsistent with those of PCNC, its stakeholders and membership.
6. Demonstrate a high degree of individual responsibility especially when dealing with persons under 18 years of age, as your words and actions are an example.
7. Always place the safety and welfare of children (persons under 18 years of age) above other considerations.
8. Avoid unaccompanied and unobserved activities with persons under 18 years of age, wherever possible.
9. Comply with all relevant PNG laws particularly anti-discrimination and child protection laws.
10. Refrain from any behaviour that may bring PCNC and its membership into disrepute.
11. Provide a safe environment for the conduct of any netball activity.
12. Show concern and caution towards players or officials who may be sick or injured in the field of play.
14. Be responsible and accountable for your conduct and importantly be a positive role model for your team and your organisation.
15. Abide by the relevant PCNC role-specific Codes of Conduct and understand the repercussions if you breach any breaches of this Codes of Conduct.

ADMINISTRATOR and MANAGER CODE OF CONDUCT

In addition to PCNC's General Code of Conduct, Administrators and Managers must meet the following requirements with regard to their conduct during any activity held by or under the auspices of PCNC and its membership.

1. Be fair, considerate, and honest in all dealings with all PCNC stakeholders.
2. Be professional and accept responsibility for your actions. Your language, presentation, manners, and punctuality should reflect high standards.
3. Resolve conflicts fairly and promptly through the PCNC Rules and Regulation (**R&R**) and established processes and procedures.
4. Maintain strict impartiality and be aware of your legal responsibilities as per the PCNC's R&R.
5. Develop a positive sport environment by allowing for the special needs of the players by emphasising enjoyment and by providing appropriate development and competitive experiences.
7. Ensure activities, equipment and facilities are safe and appropriate for players and officials.
8. Ensure that everyone (administrators, coaches, players, umpires, parents, spectators, sponsors) emphasise fair play in netball activities and games.
9. Where appropriate, distribute respective Codes of Conducts to your teams, coaches, players, and supporters and ensure these Codes of Conduct are complied with.

COACH CODE OF CONDUCT

In addition to PCNCs General Code of Conduct, Coaches must meet the following requirements with regard to their conduct during any activity held by or under the auspices of PCNC in their role as coaches.

1. Operate within the rules and spirit of netball, promoting fair play and respect for all players and officials.
2. Encourage and support opportunities for players and team members to learn appropriate behaviours and skills.
3. Display control and courtesy to all players and officials on and off the court.
4. Respect the rights and worth of every person regardless of their gender, ability, cultural background, or religion.
5. Respect the decisions of umpires, bench officials and administrators in the conduct of the sport.
6. Wherever practical, avoid unaccompanied and unobserved one-on-one activity (when in supervisory capacity or where a power imbalance will exist) with people under the age of 18 years.
7. Adopt appropriate and responsible behaviour in all interactions as a member of PCNC.
8. Adopt and promote responsible behaviour in your teams and officials.
9. Act with integrity and objectivity and accept responsibility for your decisions and actions and that of your team.
10. Ensure your decisions and actions contribute to a safe and harassment free environment.
11. Do not tolerate harmful or abusive behaviours and place the safety and welfare of your athletes above all else.
12. Help each person (player, umpire, etc.) reach their potential – respect the talent, developmental stage and goals of each person and compliment and encourage with positive and supportive feedback.
13. Any physical contact with a person should be appropriate to the situation and necessary for the person's skill development.
14. Be honest and do not allow your qualifications to be misrepresented.

PRIVATE COMPANIES NETBALL COMPETITION (PCNC)

PLAYER CODE OF CONDUCT

In addition to PCNC's General Code of Conduct, all players must meet the following requirements with regard to your conduct during any activity held by or under the auspices of PCNC and its membership in your role as a player.

1. Be a good Ambassador for your organisation and PCNC on and off the field of play – remember you are a brand ambassador for your organisation.
2. Respect the rights, dignity and worth of fellow players, coaches, officials, umpires, and spectators.
3. Respect the decision of umpires and abide by the rules of the game - refrain from abusive language or conduct; follow process to enquire or seek clarity on rules through the Team Captain at game interval times or through the PCNC sanctioned appeal process.
4. Refrain from conduct which could be seen as harmful, disrespectful, unethical and could be regarded as harassment.
5. Aspire to be a role model; care and respect the uniform and organisation you represent.
6. Always maintain a high standard of behaviour and conduct yourself responsibly and respectfully.
7. Do not engage in practices that affect sporting performance (alcohol, tobacco, betelnut and drug use).
8. Be mindful of the use of social media and be respectful of your team, other teams, your employer and PCNC membership as a whole.

PRIVATE COMPANIES NETBALL COMPETITION (PCNC)

UMPIREs and BENCH OFFICIALS CODE OF CONDUCT

I have read the PCNC's General Code of Conduct, and I understand its content. I undertake to abide by the Code of Conduct as a technical official (umpire/bench official) during the PCNC Season 2023/2024.

I will:

1. Umpire in accordance with the Official Rules of the sport of Netball.
2. Conduct and facilitate the PCNC Competition according to the R&R and in the true spirit of sportsmanship.
3. Be consistent and impartial when making decisions.
4. Treat players, coaches, managers, match officials with respect when conducting my duties.
5. Place the safety and welfare of the players above all else including a safe playing environment (in the field of play) and take appropriate action to avoid dangerous and unsafe play.
6. Always maintain a high standard of behaviour and conduct on and off the court.
7. Act with integrity and objectivity and accept responsibility for my decisions and actions.
8. Be a positive role model through behaviour and personal appearance projecting a favourable image of netball as an umpire and bench official.
9. Be courteous, respectful, and open to discussion and interaction with Captains, Coaches and fellow Technical Officials.
10. Endeavour not to participate in any activity that may bring the sport and PCNC into disrepute.
11. If I breach any of terms of this Code of Conduct, I am aware that I will be subject to any penalty or sanction that PCNC will impose on me as a Technical Official (bench official or umpire) during season 2023/2024.

Name of Umpire/Bench Official

Signature

Date

SUPPORTERS CODE OF CONDUCT

In addition to PCNC's General Code of Conduct, all Supporters must meet the following requirements with regard to self-conduct during any netball game or activity held by or under the auspices of PCNC and its membership in your role as a spectator.

1. Respect all players on and off the court and avoid use of unsportsmanlike language and conduct to bring disrepute to your team and your organisation.
2. Show respect for your team's coach, the umpires, and opponents and applaud good performance and effort by all players regardless of the outcome of the game.
3. Condemn the use of violence in any form, be it by administrators, coaches, players, umpires, or parents/guardians.
4. Encourage players to play according to the rules of Netball, respect decisions by game umpires and develop your own knowledge of the rules of Netball.
5. Refrain from using foul language, harassing players, officials, administrators, coaches, and umpires.
6. Be a good ambassador of your team and the organisation you represent.

SCHEDULE 6 – EXECUTIVES NOMINATION FORM

Private Companies Netball Club Inc.

EXECUTIVE COMMITTEE NOMINATION FORM

- **PCNC EXECUTIVE ELECTIONS**

To be held at the Annual General Meeting of the Private Companies Netball Club (PCNC Inc) on [date].

- **POSITIONS FOR NOMINATION**

- President & Chair
- Vice President
- Treasurer
- Secretary
- Assistant Treasurer
- Assistant Secretary

PLEASE READ THE FOLLOWING CONDITIONS CAREFULLY BEFORE COMPLETING THE NOMINATION FORM AND RETURNING IT TO [PCNC Inc. at email: Privatecompaniesnetball@gmail.com]:

- A. Only one person or position is to be nominated per nomination form.
- B. Please note that members eligible to nominate for the Executive Committee, or to propose or second a nomination, are only those accredited delegates whose names are currently registered with [insert organisation's name] by themselves or their representative organisations.
- C. Nomination forms must be fully completed and signed before being sent to PCNC Inc. This includes details of the proposer and seconder who must be a financial member of PCNC in the election period.
- D. Please attach a brief biography or curriculum vitae of the nominee.
- E. [Insert any other conditions, e.g. membership payment, etc.]
- F. Nominations should be emailed to the designated PCNC email address at _____.

Nominations must be received not later than [insert date].

PRIVATE COMPANIES NETBALL CLUB INC.

EXECUTIVE COMMITTEE NOMINATION FORM

Note: USE A SEPARATE FORM FOR EACH NOMINATING POSITION

NOMINATION:

We the undersigned Proposer wish to nominate:

1. Full Name: _____
2. From: _____
3. Position Nominated for: _____

PROPOSER:

1. Name of proposing organization: _____
2. Name of proposer (full name): _____
3. Signature of proposer: _____
4. Date of proposal: _____

SECONDER:

1. Name of seconding organization: _____
 2. Name of secondee: (full name): _____
 3. Signature of secondee: _____
 4. Date of secondment: _____
-

ACCEPTANCE OF NOMINATION:

1. Name of Nominee: _____

2. Organisation: _____

3. Position in organization: _____

I hereby accept the nomination for the position of _____
with PCNC Inc. for period _____.

Signature of acceptance of nomination: _____

Date of acceptance: _____

SCHEDULE 7 – PCNC EXECUTIVE COMMITTEE ROLES & RESPONSIBILITIES.

PRESIDENT

Key Role – to provide leadership and management oversight and ensure the successful delivery of the PCNC Inc. program and strategy annually.

Duties

- Provide leadership and oversee the responsibilities of the Executive Committee
- Provide leadership and oversee the responsibilities of the Executive Committee
- Chairperson at Executive, AGM and SGM meetings
- Ensure successful delivery of the annual competition according to the PCNC Inc. Rules and Regulations
- Final approvals for all PCNC Inc. administration and competition matters.
- Key focal point for relationship between the EXCOM and affiliated members, and all external stakeholders.
- Oversight of governance and administrative compliance by the EXCOM on a regular basis;
- Mandatory signatory to the PCNC Inc. bank account

VICE PRESIDENT

Role – to support all committee executives in their respective roles.

Duties

- Preside in the absence of President
- Assist President as required
- Ensures Plans and Rules and Regulations are in compliance
- Provide support and guidance to all registered members where issues may arise.

TREASURER

Role – Responsible for the financial management of the Competition

Duties

- Administer all financial affairs of the Competition
- Keep true and accurate account of Competition's income and expenditure
- Receive and bank any necessary monies
- Issue receipts for incoming monies
- Raise payments for all approved requisitions
- Supervise the bookkeeping
- Reconcile books monthly
- Prepare reports for general meetings and AGM

VICE TREASURER

Role – Assist Treasurer financial management of the club.

Duties

- Keep true and accurate account of Competition's income and expenditure
- Receive and bank any necessary monies
- Issue receipts for incoming monies
- Prepare reports for general meetings and AGM

SECRETARY

Role – Administrator of the Competition

Duties

- Receive, process and file all incoming correspondences
- Maintain a file of all registered Teams
- Ensure Rules and Regulations are current before the start of new season
- Ensure Registration forms and information are current before new season
- Ensure Calendar for the season is completed before the start of the new season
- Take minutes of minutes
- Prepare Agenda for all meetings
- Prepare weekly draws and disseminate to Company Representatives
- Prepare reports for general meetings and AGM
- Keep register and tally of nominated players

VICE SECRETARY

Role – Administrator of the Competition

Duties

- Receive, process and file all incoming correspondences
- Maintain a file of all registered Teams
- Ensure Rules and Regulations are current before the start of new season
- Ensure Registration forms and information are current before new season
- Take minutes of minutes
- Prepare Agenda for all meetings
- Prepare weekly draws
- Prepare reports for general meetings and AGM
- Maintain and Update Registers